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September 21, 2016

Dary Jessome, Legal Counsel
Emera Energy Inc.
1223 Lower Water Street
Halifax, NS B3J 2S8

Ms. Kirsten Walli
Board Secretary
Ontario Energy Board
2300 Yonge Street
Suite 2700
P.O. Box 2319
Toronto, ON M4P 1E4

Sent by Email and Courier

**Re: Emera Energy Inc.
Application for Leave to Transfer Electricity Wholesaler License**

Dear Ms. Walli:

Emera Energy Inc. is hereby applying, pursuant to section 18(2) of the *Ontario Energy Board Act*, for leave of the Board to transfer Emera Energy Inc.'s electricity wholesaler licence bearing licence number EW-2012-0400 (the "**Licence**") to its affiliated entity, Emera Energy General Partner Inc. ("**Emera Energy GP**"), in its capacity as general partner of Emera Energy Limited Partnership ("**Emera Energy LP**"). The Licence was granted to Emera Energy Inc. by a Decision and Order of the Ontario Energy Board (the "**OEB**" or the "**Board**") dated November 22, 2012 (the "**Order**"). A copy of the Licence is attached to this application.

As a result of an internal re-organization of Emera Energy Inc., to be effective on December 1, 2016, Emera Energy Inc. will transfer substantially all of its assets to Emera Energy LP. The purpose of the corporate reorganization is to facilitate cost-effective and efficient management of Emera Energy Inc.'s business affairs.

As a result of the corporate re-organization, Emera Inc. will become the limited partner of Emera Energy LP, Emera Energy GP will become the general partner of Emera Energy LP, and Emera Inc. will be the parent company of Emera Energy GP.

The contact information for both Emera Energy LP and Emera Energy GP is the same as the contact information for the current licence holder, Emera Energy Inc. (including mailing addresses, address for service in Ontario, telephone numbers, facsimile numbers, and email addresses.) Emera Energy GP will have same officers and directors as Emera

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Energy Inc. There are also no changes in terms of the new licensee's technical qualifications or financial viability relative to the current licensee.

The difference is purely one of legal structure and this licence transfer is being sought in connection with an internal reorganization only. As the Board is aware, a limited partnership is comprised of at least one general partner and at least one limited partner. Emera Energy GP, as general partner, has unlimited liability for partnership liabilities and is responsible for managing the business of Emera Energy LP, and Emera Energy LP will be responsible for meeting the conditions of approval set out in the Order and Licence.

Therefore, and pursuant to section 18(2) of the *Ontario Energy Board Act*, Emera Energy Inc. hereby applies for leave of the Board to transfer the Licence from "Emera Energy Inc." to "Emera Energy General Partner Inc., in its capacity as general partner of Emera Energy Limited Partnership".

In support of the request for transfer of the Licence, please find enclosed:

(1) the Certificate of Incorporation of Emera Energy GP, evidencing that Emera Energy GP is a duly formed limited company incorporated under the laws of the Province of Nova Scotia; and

(2) The Certificate of Registration of Emera Energy LP, showing that Emera Energy LP is a duly formed limited partnership under the laws of the Province of Nova Scotia.

Emera Energy Inc. submits that no one will be adversely affected by the Board's decision regarding this application, and therefore requests that the Board exercise its authority under section 21(4)(b) of the *Ontario Energy Board Act* to dispose of this application without a hearing.

In order to effect an orderly transition of the corporate reorganization, Emera Energy Inc. respectfully requests that the Board dispose of this application with an effective date of December 1, 2016.

Please contact the undersigned if you have any questions in regards to the foregoing.



Yours truly,

Dary Jessome
Encl.



Nova Scotia

CERTIFICATE OF INCORPORATION
Companies Act

Registry Number

3300360

Name of Company

EMERA ENERGY GENERAL PARTNER INC.

I hereby certify that the above-mentioned company was incorporated this date under the Companies Act and that the company is limited.

Stewart McKelvey

Agent of the Registrar of Joint Stock Companies

July 27, 2016

Date of Incorporation



Nova Scotia

CERTIFICATE OF REGISTRATION
Limited Partnerships Act

Registry Number

3301105

Name of Registration

EMERA ENERGY LIMITED PARTNERSHIP

I hereby certify that the above-mentioned limited partnership is registered under the provisions of the Limited Partnerships Act.

A handwritten signature in blue ink, appearing to read "S. C. C.", is written over a horizontal line.

Registrar of Joint Stock Companies

August 31, 2016

Date of Registration